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DIRECT FAX (615) 887-1507

November 30, 2004

VIA HAND DELIVERY

Chairman Pat Miller
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

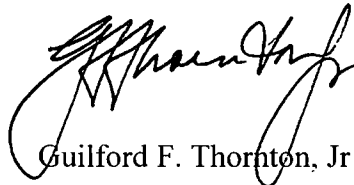
Re: ***Application Of Bellsouth BSE Inc. For A Certificate Of Public Convenience
And Necessity To Provide Intrastate Telecommunications Services***
Docket No. 97-07505

Dear Chairman Miller:

As counsel on behalf of BellSouth BSE Inc. ("BSE"), I filed the attached letter, dated November 19, 2004, under the wrong docket number. The correct docket number is the one referenced above, 97-07505, the original BSE case. I apologize for the inconvenience.

Should you have any questions or require anything further at this time, please do not hesitate to contact me.

Sincerely,



Guilford F. Thornton, Jr

GFT/sef
cc: Harris Anthony

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T.R.A. DOCKET ROOM

November 19, 2004

VIA HAND DELIVERY

Chairman Pat Miller
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Application Of Bellsouth BSE Inc. For A Certificate Of Public Convenience
And Necessity To Provide Intrastate Telecommunications Services*
Docket No. 98-00879

Dear Chairman Miller

As counsel on behalf of BellSouth BSE Inc. ("BSE"), I am filing this notice that BSE hereby surrenders its Certificate of Public Convenience and Necessity. BSE has no Tennessee customers of local exchange service or any other intrastate service. For the reasons set forth below, and consistent with my letter to Richard Collier of December 13, 2003 (attached), BSE has decided to cease doing any business in Tennessee.

As you are aware, in the above referenced docket, the Authority restricted BSE's certification to a limited geographic area in Tennessee. Following action by the Tennessee Court of Appeals reversing that decision, as well as intervening action by the Federal Communications Commission permitting BellSouth to enter the long distance market more broadly, BSE determined that it would not pursue additional authority in Tennessee. Instead, BellSouth Long Distance, Inc., an affiliate of BSE, filed in TRA Docket 03-00602 for additional authority to provide local service statewide in Tennessee. The Authority granted that petition at its November 8, 2004 Director's conference.

STOKES BARTHOLOMEW EVANS & PETREE, P.A.

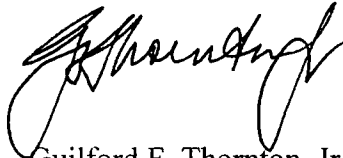
Chairman Pat Miller

November 19, 2004

Page 2

As BSE will no longer employ personnel, please feel free to contact Mario Soto of BSLD at 678/443-3937 should the Authority need any further information pertaining to the surrender of BSE 's Certificate.

Sincerely,

A handwritten signature in black ink, appearing to read "Guilford F. Thornton, Jr.", written in a cursive style.

Guilford F. Thornton, Jr.

GFT/sef

cc Harris Anthony

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BARTHOLOMEW
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December 16, 2003

J. Richard Collier
General Counsel
Tennessee Regulatory Authority
460 James Robertson Pkwy
Nashville, TN 37243-0505

Re: BellSouth Enterprises, Inc. - The Tennessee Regulatory Authority Court of Appeals Docket No. M2000-00868-COA-R12-CV

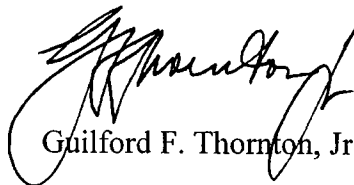
Dear Richard:

Pursuant to our several conversations, the purpose of this letter is to advise the Authority that BellSouth Enterprises, Inc. ("BellSouth BSE") does not intend to take any further action under TRA Docket No. 98-00879. As you are aware, the Tennessee Court of Appeals earlier this year reversed previous action taken by the Authority in this docket concerning BSE's application for a Certificate of Public Convenience and Necessity to provide competitive local services state wide.

In light of the intervening actions taken by the Authority as well as the Federal Communications Commission, in the years since this case was first heard, BellSouth Long Distance, Inc., an affiliate of BellSouth BSE, has filed for additional authority with the TRA.

Should you have any questions or require anything further at this time, please do not hesitate to contact me.

Sincerely,



Guilford F. Thornton, Jr.

GFT/sef

Cc: Harris Anthony